

Schuyler G. Carroll
James M. Sullivan
Jordana L. Renert
ARENT FOX LLP
1675 Broadway
New York, NY 10019
(212) 484-3900

Counsel for the Official Committee of Unsecured Creditors

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re:	:	Chapter 11
	:	
ROCK & REPUBLIC ENTERPRISES, INC.,	:	Case No. 10-11728 (AJG)
<i>et al.</i> ,	:	
	:	
Debtors.	:	Jointly Administered
-----	X	

**MONTHLY STATEMENT OF ARENT FOX LLP FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL
TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD OF MAY 1, 2010 THROUGH MAY 31, 2010**

Name of Applicant:	Arent Fox LLP
Authorized to Provide Professional Services to:	The Official Committee of Unsecured Creditors
Date of Retention:	<i>Nunc pro tunc</i> to April 12, 2010
Time Period:	May 1, 2010 – May 31, 2010
Total Amount of Compensation for Professional Services:	\$126,245.00
<i>Less</i> Holdback pursuant to Order dated 04/29/10 (20%):	<u>\$ 25,249.00</u>
Interim Compensation for Professional Services (80%):	\$100,996.00
<i>Plus</i> Reimbursement for Actual and Necessary Expenses (100%):	<u>\$ 486.96</u>
TOTAL REQUESTED PAYMENT AT THIS TIME	\$101,482.96

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C. 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Rock & Republic of Official Committee of Unsecured
Creditors

Invoice Number 1258777
Invoice Date 06/22/10
Client Number 032509

Category	Hours	Total

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY 31, 2010		
00000 General	.00	486.96
00001 Petition, Schedules, First Day Orders	19.70	10,186.00
00002 Case Management and Operating Reports	7.00	2,466.00
00004 Sale and Disposition of Assets	3.60	2,168.00
00006 Claims Administration and Objections	4.10	2,302.50
00007 Miscellaneous Motions and Objections	9.70	2,247.50
00008 Committee and Debtor Communications, Conference	59.30	30,204.50
00010 Professional Retention	54.10	23,299.00
00012 Cash Collateral and DIP Financing	36.80	23,524.00
00014 Real Estate and Leasing and Executory Contracts	55.90	28,932.00
00015 Creditor Inquiries	1.00	657.00
00022 Fee Applications	.90	258.50

Totals	252.10	126,731.96

(00000) MATTER NUMBER

RE: General

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

FOR CHARGES:

05/11/10	POSTAGE User Harold Rivera produced \$10.90 in postage on 05/11/2010 at 14:43 hrs	10.90
05/13/10	POSTAGE User Harold Rivera produced \$12.20 in postage on 05/13/2010 at 10:51 hrs	12.20
TOTAL FOR: POSTAGE		23.10
05/06/10	DUPLICATING SUMMARY User Lisa Indelicato copied 215 on 05/06/2010 at 16:53 hrs	43.00
05/11/10	DUPLICATING SUMMARY User Yolanda Cruz copied 62 on 05/11/2010 at 13:41 hrs	12.40
05/12/10	DUPLICATING SUMMARY User Lisa Indelicato copied 140 on 05/12/2010 at 17:21 hrs	28.00
TOTAL FOR: DUPLICATING SUMMARY		83.40
05/28/10	OTHER DATABASE SEARCH- pacer 04/30/2010	0.42
05/28/10	OTHER DATABASE SEARCH- pacer 04/30/2010	9.98
TOTAL FOR: OTHER DATABASE SEARCH		10.40
05/20/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	18.17
05/18/10	OVERTIME MEALS & CABS - JORDANA RENERT WORKING LATE CAB FARE	17.70
05/25/10	OVERTIME MEALS & CABS - DAVID J. KOZLOWSKI WORKING DINNER	12.05
05/05/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	239.98
05/10/10	OVERTIME MEALS - SEAMLESS WEB PROFESSIONAL	24.91
TOTAL FOR: OVERTIME MEALS & CABS		312.81
05/21/10	TAXICABS - JAMES SULLIVAN TRANSPORTATION TO/FROM HEARING	23.05
TOTAL FOR: TAXICABS		23.05

05/25/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Honorable Arthur J. Gonzalez Company: United States Bankruptcy Court City: NEW YORK CITY, NY Received by: M.PORTER	5.70
05/26/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Honorable Arthur J. Gonzalez Company: United States Bankruptcy Court City: NEW YORK CITY, NY Received by: K.SU	5.70
05/06/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Richard C. Morrissey, Esq. Company: Office of the United States Tr City: NEW YORK CITY, NY Received by: C.BROOKS	5.70
05/06/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Honorable Arthur J. Gonzalez Company: United States Bankruptcy Court City: NEW YORK CITY, NY Received by: S.HIBBERT	5.70
05/12/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Honorable Arthur J. Gonzalez Company: United States Bankruptcy Court City: NEW YORK CITY, NY Received by: J.GOMEZ	5.70
05/12/10	FedEx Package From: Lisa Indelicato Company: ARENT FOX City/State: NEW YORK CITY, NY To: Richard C. Morrissey, Esq. Company: Office of the United States Tr City: NEW YORK CITY, NY Received by: C.BROOKE	5.70

TOTAL FOR: OVERNIGHT DELIVERY 34.20

CURRENT CHARGES

486.96

SUBTOTAL FOR THIS MATTER

\$486.96

(00001) MATTER NUMBER

RE: Petition, Schedules, First Day Orders

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/03/10	LA INDELICATO	Review docket for schedules and SOFA, determine filing deadline and correspond with Jordana Renert regarding same.	.2	54.00
05/03/10	JR RENERT	Brief review of schedules and SOFAs filed in cases.	.6	216.00
05/03/10	JM SULLIVAN	Review Debtors' Schedules and statement of Financial Affairs.	.6	414.00
05/04/10	JR RENERT	Review schedules and SOFAs in detail.	2.8	1,008.00
05/04/10	JR RENERT	Draft memo to committee summarizing Schedules and SOFAs.	1.8	648.00
05/05/10	MH KURTH	Review Committee memorandum and global first day motion in preparation for Committee meeting.	.5	340.00
05/05/10	JR RENERT	Review and revise memo to Committee regarding Schedules and SOFAs.	1.1	396.00
05/05/10	JR RENERT	Draft email with open items/questions about Schedules and SOFAs to J. Sullivan and S. Carroll.	.3	108.00
05/05/10	JM SULLIVAN	Review memo regarding Schedules and SOFAs and communications with J. Renert regarding same.	.4	276.00
05/06/10	JM SULLIVAN	Review memo regarding Schedules and Statement of Financial Affairs.	.2	138.00
05/06/10	SG CARROLL	Meet with Jordana Renert regarding revisions to memorandum concerning debtors' Schedules and claims.	.2	146.00
05/06/10	JR RENERT	Draft memo regarding scheduled claims.	.4	144.00
05/06/10	JR RENERT	Review and revise memo analyzing Schedules and SOFAs.	.2	72.00
05/06/10	JM SULLIVAN	Communications with J. Renert regarding memo regarding Schedules and SOFAs.	.1	69.00
05/07/10	JM SULLIVAN	Review memo regarding scheduled claims.	.2	138.00
05/07/10	JR RENERT	Review and revise memo to Committee regarding scheduled claims.	.4	144.00
05/07/10	JR RENERT	Draft email regarding Schedules and SOFA outstanding questions.	.2	72.00
05/07/10	JR RENERT	Correspondence with M. Cordasco regarding Schedules and SOFAs issues.	.2	72.00
05/07/10	JR RENERT	Draft email to Committee regarding scheduled claims.	.1	36.00
05/07/10	SG CARROLL	E-mails with James Sullivan, Jordana Renert regarding revisions to memorandum concerning debtors' Schedules and claims.	.6	438.00

05/07/10	JM	SULLIVAN	Communicate with M. Cordasco and J. Renert regarding questions for debtors regarding Schedules and SOFAs.	.3	207.00
05/10/10	JR	RENERT	Send Committee email regarding Schedules and Sofas.	.2	72.00
05/11/10	JR	RENERT	Review documents circulated regarding schedules and SOFA questions.	.3	108.00
05/11/10	JM	SULLIVAN	Provide comments to J. Renert regarding memo to committee regarding Schedules and SOFAs.	.2	138.00
05/11/10	JM	SULLIVAN	Reviewing Debtors' responses to Committee's questions regarding schedules and SOFAs.	.8	552.00
05/13/10	JR	RENERT	Review and revise memorandum regarding Schedules and SOFAs and circulate to J. Sullivan.	.7	252.00
05/14/10	JR	RENERT	Revise Schedules/SOFAs memorandum per J. Sullivans comments.	.8	288.00
05/14/10	JM	SULLIVAN	Communicate with J. Renert regarding memo regarding Schedules and SOFAs.	.2	138.00
05/17/10	JR	RENERT	Finalize memo discussing Schedules and SOFAs and email to FTI for their comments.	.1	36.00
05/17/10	SG	CARROLL	Review and revise memorandum to Committee regarding Schedules and Statement of Financial Affairs, e-mails with Jordana Renert regarding revisions to memorandum.	.4	292.00
05/18/10	JM	SULLIVAN	Review FTI report regarding Schedule and Statement of Financial Affairs.	.3	207.00
05/26/10	JM	SULLIVAN	Attend hearing in Bankruptcy Court.	4.3	2,967.00

CURRENT FEES

10,186.00

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	1.2	at	\$730.00 =	876.00
JAMES M. SULLIVAN	7.6	at	\$690.00 =	5,244.00
METTE H. KURTH	.5	at	\$680.00 =	340.00
JORDANA RENERT	10.2	at	\$360.00 =	3,672.00
LISA INDELICATO	.2	at	\$270.00 =	54.00

TOTALS 19.7 10,186.00

SUBTOTAL FOR THIS MATTER

\$10,186.00

(00002) MATTER NUMBER

RE: Case Management and Operating Reports

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/04/10	JR RENERT	Attend to administrative matters.	.4	144.00
05/05/10	JR RENERT	Draft agenda for meeting with Debtors and discuss same with FTI.	.4	144.00
05/07/10	JR RENERT	Attend to administrative matters and case correspondence.	.2	72.00
05/10/10	JR RENERT	Draft agenda for 5/11 Committee meeting.	.1	36.00
05/11/10	LA INDELICATO	Update master service list.	.6	162.00
05/12/10	JR RENERT	Calendar weekly committee calls.	.1	36.00
05/14/10	JR RENERT	Draft protective order.	.8	288.00
05/14/10	JR RENERT	Review confidentiality agreement and email J. Sullivan and S. Carroll regarding same.	.1	36.00
05/17/10	JR RENERT	Review precedents and draft protective order.	1.6	576.00
05/17/10	JR RENERT	Review and revise protective order.	.3	108.00
05/18/10	JR RENERT	Review and revise Protective Order.	.6	216.00
05/20/10	JR RENERT	Organize case files.	.2	72.00
05/20/10	JR RENERT	Prepare for meeting with J. Sullivan on case issues.	.3	108.00
05/20/10	JR RENERT	Attend to administrative matters and case issues.	1.3	468.00

CURRENT FEES

2,466.00

TIMEKEEPER TIME SUMMARY

JORDANA RENERT	6.4	at \$360.00 =	2,304.00
LISA INDELICATO	.6	at \$270.00 =	162.00
TOTALS	7.0		2,466.00

SUBTOTAL FOR THIS MATTER

\$2,466.00

(00004) MATTER NUMBER

RE: Sale and Disposition of Assets

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/10/10	JM SULLIVAN	Review of LOIs received from Atlas advisors.	.7	483.00
05/10/10	SG CARROLL	E-mails with James Sullivan, Jordana Renert regarding update on sale or M&A activity.	.2	146.00
05/17/10	JM SULLIVAN	Communication with M. Cordasco regarding status of M&A process.	.2	138.00
05/17/10	JM SULLIVAN	Receipt and review of letters of intent from prospective investors.	.3	207.00
05/18/10	JM SULLIVAN	Review FTI report regarding status of M&A process.	.3	207.00
05/18/10	JR RENERT	Review LOIs received by Debtors to date.	.3	108.00
05/18/10	JR RENERT	Review and comment on FTI presentation summarizing M&A process.	.2	72.00
05/25/10	JM SULLIVAN	Review e-mails between J. Steinberg and S. Simms regarding M&A process.	.2	138.00
05/27/10	JM SULLIVAN	Communications with FTI Consulting and S. Carroll regarding status of M&A process and implications for Chapter 11 case.	.6	414.00
05/27/10	DJ KOZLOWSKI	Review of correspondence regarding possible sale of IP assets.	.2	85.00
05/27/10	DJ KOZLOWSKI	Telephone conference with committee professionals regarding sale of IP and claims process.	.4	170.00

CURRENT FEES

2,168.00

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	.2	at \$730.00 =	146.00
JAMES M. SULLIVAN	2.3	at \$690.00 =	1,587.00
DAVID J. KOZLOWSKI	.6	at \$425.00 =	255.00
JORDANA RENERT	.5	at \$360.00 =	180.00
TOTALS	3.6		2,168.00

SUBTOTAL FOR THIS MATTER

\$2,168.00

(00006) MATTER NUMBER

RE: Claims Administration and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/14/10	SG CARROLL	E-mails with James Sullivan, Jordana Renert, Michael Cordasco, Steve Simms regarding Convest claim for break up of fee, concerns with review of total claims amount to ensure maximum amount will be available to be paid.	.9	657.00
05/21/10	LA INDELICATO	Retrieve all claims filed by landlords and forward to James Sullivan.	.9	243.00
05/21/10	JM SULLIVAN	Review proofs of claim filed by landlords.	.5	345.00
05/22/10	SG CARROLL	Consider issues related to total claims pool, Convest claim.	.8	584.00
05/25/10	LA INDELICATO	Review claims register and docket to determine whether Michael Ball filed a claim and correspond with Jim Sullivan.	.2	54.00
05/25/10	JM SULLIVAN	Communications with A. Rosenstein regarding claims bar date.	.1	69.00
05/27/10	JM SULLIVAN	Communications with S. Carroll, D. Kozlowski and FTI regarding status of claims.	.2	138.00
05/27/10	DJ KOZLOWSKI	Review of filed proofs of claim and circulate list of same to committee professionals.	.5	212.50

CURRENT FEES

2,302.50

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	1.7	at	\$730.00 =	1,241.00
JAMES M. SULLIVAN	.8	at	\$690.00 =	552.00
DAVID J. KOZLOWSKI	.5	at	\$425.00 =	212.50
LISA INDELICATO	1.1	at	\$270.00 =	297.00
TOTALS	4.1			2,302.50

SUBTOTAL FOR THIS MATTER

\$2,302.50

(00007) MATTER NUMBER

RE: Miscellaneous Motions and Objections

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/10/10	JR RENERT	Review precedents for 1102 Motion.	.2	72.00
05/11/10	DJ KOZLOWSKI	Internal correspondence regarding status of venue motion and our objection thereto.	.1	42.50
05/17/10	JR RENERT	Draft 1102 Motion and proposed order.	1.3	468.00
05/18/10	JR RENERT	Review and revise 1102 motion.	.8	288.00
05/18/10	LA INDELICATO	Review and revise 1102(b) (3) Motion.	.9	243.00
05/24/10	LA INDELICATO	Numerous discussions with David Kozlowski regarding filings this evening.	1.0	270.00
05/24/10	AG COLLINS	Reviewed docket for matters to be heard on May 26, 2010; prepared May 26, 2010 hearing binder.	3.2	512.00
05/25/10	AG COLLINS	Reviewed docket for amendments to matters to be heard on May 26, 2010; updated and finalized May 26, 2010 hearing binder.	2.2	352.00

CURRENT FEES

2,247.50

TIMEKEEPER TIME SUMMARY

DAVID J. KOZLOWSKI	.1	at \$425.00 =	42.50
JORDANA RENERT	2.3	at \$360.00 =	828.00
LISA INDELICATO	1.9	at \$270.00 =	513.00
ALLAN G. COLLINS	5.4	at \$160.00 =	864.00
TOTALS	9.7		2,247.50

SUBTOTAL FOR THIS MATTER

\$2,247.50

(00008) MATTER NUMBER

RE: Committee and Debtor Communications, Conference

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/03/10	DJ KOZLOWSKI	Attend partial internal meeting regarding strategy.	.1	42.50
05/03/10	DJ KOZLOWSKI	Participate in telephone conference with committee regarding status and outstanding issues.	.7	297.50
05/03/10	DJ KOZLOWSKI	Meet with James Sullivan regarding plan of action and strategy moving forward.	.4	170.00
05/03/10	DJ KOZLOWSKI	Correspondence with Jordana Renert regarding bylaws and confidentiality agreement.	.2	85.00
05/03/10	JR RENERT	Review case correspondence.	.8	288.00
05/03/10	JR RENERT	Telephone call with D. Kozlowski regarding committee call and case status.	.2	72.00
05/03/10	JR RENERT	Follow up with committee members regarding bylaws and confidentiality agreement.	.3	108.00
05/03/10	JM SULLIVAN	Prepare for and participate in committee conference call.	.8	552.00
05/03/10	JM SULLIVAN	Communications with J. Renert regarding scheduling of meeting with A. Lurie.	.1	69.00
05/03/10	JM SULLIVAN	Communications with J. Renert regarding communication with committee regarding by-laws and confidentiality agreement.	.1	69.00
05/04/10	JM SULLIVAN	Communications with A. Goldstein and J. Renert regarding committee meeting with G. Lurie.	.3	207.00
05/04/10	JR RENERT	Review case correspondence.	.4	144.00
05/04/10	JR RENERT	Correspondence with debtors' counsel and committee regarding scheduling in-person meeting.	1.1	396.00
05/05/10	JR RENERT	Correspondence with Committee regarding execution of bylaws and confidentiality agreement.	.3	108.00
05/05/10	JR RENERT	Follow up with committee members regarding bylaws and confidentiality agreement.	.4	144.00
05/05/10	JR RENERT	Follow up with J. Sullivan regarding Committee minutes and other open items in case.	.1	36.00
05/05/10	JR RENERT	Make arrangements for in-person meeting between committee and debtors.	1.1	396.00

05/05/10	JR	RENERT	Correspondence with debtors' counsel regarding in-person meeting.	.2	72.00
05/05/10	JR	RENERT	Telephone call with M. Kurth regarding meeting and background of case.	.2	72.00
05/05/10	JM	SULLIVAN	Communications with J. Renert and M. Cordasco regarding agenda for meeting with debtors.	.3	207.00
05/05/10	MH	KURTH	Telephone conference with J. Renert regarding Rock & Republic committee meeting and debtors presentation; discuss background and strategy.	.5	340.00
05/06/10	MH	KURTH	Prepare for and attend meeting of committee and debtor's professionals regarding case status and key issues.	2.7	1,836.00
05/06/10	SG	CARROLL	Meet with committee and debtors and professionals to discuss various items, including potential sale, investment or plan, and preparation for meeting.	2.1	1,533.00
05/06/10	SG	CARROLL	Meet with Jordana Renert regarding follow up and issues to consider in light of meeting with debtors and professionals.	.4	292.00
05/06/10	JR	RENERT	Meet with S. Carroll regarding case issues.	.2	72.00
05/06/10	JR	RENERT	Email FTI regarding case issues.	.2	72.00
05/06/10	JR	RENERT	Prepare for and coordinate administrative details for meeting with committee members, committee professionals, Debtors' professional and G. Lurie.	.9	324.00
05/06/10	JR	RENERT	Prepare for and attend meeting with committee members, committee professionals, debtors' professional and G. Lurie and follow-up meeting with committee.	2.8	1,008.00
05/06/10	JM	SULLIVAN	Prepare for and participate in committee meeting with debtors and their professionals regarding case status and strategy.	3.1	2,139.00
05/07/10	JM	SULLIVAN	Conference call with FTI regarding recap of discussions with debtors and follow-up strategy for case.	.4	276.00
05/07/10	JM	SULLIVAN	Communicate with J. Renert regarding protective order and consider issues regarding same.	.4	276.00
05/07/10	JR	RENERT	Follow up with J. Sullivan regarding outstanding case matters.	.2	72.00
05/07/10	JR	RENERT	Prepare for and meet with J. Sullivan regarding stipulations, Atlas retention order, FTI retention application, minutes, DIP objection, protective order and other miscellaneous case issues.	1.3	468.00

05/07/10	JR	RENERT	Follow up with Debtors' counsel regarding document requests.	.2	72.00
05/07/10	JR	RENERT	Prepare for and participate in call with S. Simms, M. Cordasco, S. Carroll and J. Sullivan regarding case issues.	.8	288.00
05/07/10	SG	CARROLL	Consider various issues raised in meeting with debtor and professionals.	.9	657.00
05/07/10	SG	CARROLL	Follow up telephone call and e-mails with FTI, James Sullivan, Jordana Renert regarding issues raised in meeting committee and debtors and professions to discuss various items, including potential sale, investment or plan.	1.2	876.00
05/10/10	JR	RENERT	Correspondence with Committee regarding coordinating Committee call.	.7	252.00
05/10/10	JR	RENERT	Telephone call with J. Sullivan regarding case issues.	.2	72.00
05/10/10	JR	RENERT	Telephone call and email correspondence with Committee members regarding scheduling issues and outstanding questions.	.4	144.00
05/10/10	JR	RENERT	Review case correspondence.	.2	72.00
05/10/10	JM	SULLIVAN	Communication with J. Renert regarding proposed agenda for 5/11/10 committee call and considering issues regarding same.	.2	138.00
05/11/10	JM	SULLIVAN	Prepare for and participate in committee call.	1.7	1,173.00
05/11/10	SG	CARROLL	Preparation for e-mails, telephone conference with committee, e-mails with James Sullivan, Jordana Renert, Steve Simms regarding review of terms of FTI retention, Woodbury Commons lease stipulation, stipulation between debtor and New Pacific Rodeo to lift stay and permit pre-petition litigation to proceed in State Court.	.6	438.00
05/11/10	SG	CARROLL	Participate in telephone conference with committee regarding review of terms of FTI retention, Woodbury Commons lease stipulation, stipulation between debtor and New Pacific Rodeo to lift stay and permit pre-petition litigation to proceed in State Court.	1.3	949.00
05/11/10	JR	RENERT	Review and respond to case correspondence.	.4	144.00
05/11/10	JR	RENERT	Multiple emails to and from Committee and FTI regarding Committee call.	.2	72.00
05/11/10	JR	RENERT	Draft protective order.	.4	144.00
05/11/10	JR	RENERT	Correspondence with L. Indelicato regarding current case issues.	.1	36.00
05/11/10	JR	RENERT	Prepare for committee call.	.4	144.00

05/11/10	JR	RENERT	Prepare for and participate in committee call regarding FTI retention application and landlord stipulations.	1.3	468.00
05/11/10	JR	RENERT	Draft minutes of 5/11 committee meeting.	.7	252.00
05/12/10	JR	RENERT	Review and revise minutes from 5/11 committee call.	.3	108.00
05/12/10	JR	RENERT	Additional review of 5/11 minutes.	.1	36.00
05/12/10	JR	RENERT	Review case correspondence.	.3	108.00
05/12/10	JR	RENERT	Telephone call with L. Indelicato regarding case issues.	.2	72.00
05/12/10	JM	SULLIVAN	Communicate with M. Diaz regarding participation on committee.	.2	138.00
05/13/10	JM	SULLIVAN	Communicate with J. Renert regarding memo to committee regarding case updates.	.2	138.00
05/13/10	JM	SULLIVAN	Communicate with A. Rosenstein regarding call from creditor.	.1	69.00
05/13/10	JR	RENERT	Telephone call with M. Cordasco regarding case status.	.2	72.00
05/13/10	JR	RENERT	Further revisions to 5/11 minutes and send to J. Sullivan and S. Carroll.	.2	72.00
05/13/10	JR	RENERT	Draft agenda for 5/18 committee call.	.2	72.00
05/14/10	JM	SULLIVAN	Call with A. Rosenstein regarding call from creditor.	.3	207.00
05/14/10	JM	SULLIVAN	Communicate with J. Renert regarding agenda for 5/18 committee call.	.2	138.00
05/14/10	JR	RENERT	Review case correspondence and attend to administrative matters.	.4	144.00
05/14/10	JR	RENERT	Prepare for meeting with J. Sullivan on current case issues.	.3	108.00
05/14/10	JR	RENERT	Meet with J. Sullivan regarding current case issues.	1.1	396.00
05/14/10	JR	RENERT	Telephone call with M. Cordaso regarding outstanding case issues.	.3	108.00
05/14/10	JR	RENERT	Correspondence with Debtors counsel regarding document requests.	.1	36.00
05/15/10	DJ	KOZLOWSKI	Draft minutes for committee meeting held 05/05/10.	.6	255.00
05/17/10	JR	RENERT	Correspondence with A. Spizz regarding confidentiality agreement and need for additional agreement.	.1	36.00
05/17/10	JR	RENERT	Correspondence with Debtors counsel regarding outstanding case issues.	.2	72.00
05/17/10	JR	RENERT	Review confidentiality agreement and email correspondence with S. Carroll and A. Spizz regarding same.	.3	108.00
05/17/10	JR	RENERT	Additional correspondence regarding confidentiality agreement.	.2	72.00
05/17/10	JR	RENERT	Review and respond to case correspondence.	.6	216.00
05/17/10	JR	RENERT	Finalize and circulate 5/18 committee meeting agenda to FTI for their comments.	.1	36.00

05/18/10	JR	RENERT	Review and respond to case	.4	144.00
			correspondence regarding case issues.		
05/18/10	JR	RENERT	Follow up telephone call with M.	.2	72.00
			Cordasco regarding case issues.		
05/18/10	JR	RENERT	Circulate agenda for 5/18 conference	.1	36.00
			call to committee.		
05/18/10	JR	RENERT	Prepare for committee call.	.2	72.00
05/18/10	JR	RENERT	Participate in committee call.	1.2	432.00
05/18/10	JR	RENERT	Telephone call with B. Hanna regarding	.2	72.00
			summary of committee call.		
05/18/10	JR	RENERT	Review and revise minutes from 5/3	.1	36.00
			committee call.		
05/18/10	DJ	KOZLOWSKI	Revise and finalize minutes for	.7	297.50
			05/03/10 committee meeting.		
05/18/10	JM	SULLIVAN	Prepare for and participate in	.8	552.00
			conference call with creditors		
			committee.		
05/18/10	JM	SULLIVAN	Review committee minutes from 5/3/10	.2	138.00
			call and communications with D.		
			Kozlowski regarding same.		
05/19/10	JM	SULLIVAN	Review and mark up committee minutes	.6	414.00
			from April committee meetings.		
05/19/10	JR	RENERT	Review and respond to case	.4	144.00
			correspondence.		
05/20/10	JR	RENERT	Meet with J. Sullivan regarding case	.8	288.00
			issues.		
05/20/10	JR	RENERT	Draft email to committee regarding	.1	36.00
			confidentiality agreement.		
05/20/10	JR	RENERT	Draft agenda for next committee call	.2	72.00
			and follow up with D.Kozlowski.		
05/20/10	JR	RENERT	Revise minutes from committee calls	.1	36.00
			per J.Sullivan's comments.		
05/20/10	JM	SULLIVAN	Communications with J. Renert	.3	207.00
			regarding confidentiality agreement		
			with debtors regarding New Pacific		
			Rodeo litigation.		
05/20/10	JM	SULLIVAN	Communications with J. Renert	.2	138.00
			regarding minutes for April committee		
			meetings.		
05/20/10	JM	SULLIVAN	Communications with J. Renert	.3	207.00
			regarding status of open matters.		
05/20/10	JM	SULLIVAN	Communications with D. Kozlowski	.2	138.00
			regarding 5/3/10 committee meeting.		
05/20/10	DJ	KOZLOWSKI	Review correspondence regarding	.1	42.50
			upcoming committee conference call.		
05/20/10	DJ	KOZLOWSKI	Meet with Jordana Renert regarding	.2	85.00
			covering the upcoming committee		
			conference call.		
05/21/10	DJ	KOZLOWSKI	Draft and send email to committee	.3	127.50
			circulating revised minutes from		
			recent committee meeting.		
05/21/10	DJ	KOZLOWSKI	Review executed signature pages of	.1	42.50
			confidentiality agreement for multiple		
			committee members.		

05/21/10	JR	RENERT	Review and respond to case correspondence regarding revisions to FTI retention application, Arent Fox retention application.	.4	144.00
05/22/10	JR	RENERT	Review and respond to case correspondence regarding the CIT financing motion, FTI retention application, the Arent Fox supplemental disclosure affidavit, and motion to amend the distribution.	.5	180.00
05/24/10	JR	RENERT	Review and respond to case correspondence regarding the CIT financing motion, motion to amend the distribution agreement, other matters relating to the 5/26/10 hearing, and the M&A process.	.7	252.00
05/24/10	DJ	KOZLOWSKI	Revisions to minutes from 05/03/2010 committee meeting pursuant to committee member correspondence regarding same.	.2	85.00
05/24/10	DJ	KOZLOWSKI	Review of agenda, correspondence with James Sullivan, preparation for telephone conference with committee for 05/25/2010.	.3	127.50
05/24/10	DJ	KOZLOWSKI	Finalize agenda for telephone conference with committee and draft and transmit e-mail to committee circulating agenda and dial-in instructions.	.3	127.50
05/24/10	DJ	KOZLOWSKI	Review of correspondence regarding revised budget from debtors.	.1	42.50
05/25/10	DJ	KOZLOWSKI	Review of documents and preparation for telephone conference with committee.	.4	170.00
05/25/10	DJ	KOZLOWSKI	Participate in telephone conference with committee regarding status update, settlement discussions, upcoming meeting and office conference with J. Sullivan regarding same.	1.4	595.00
05/25/10	DJ	KOZLOWSKI	Draft and transmit e-mail to committee circulating filed objection to CIT factoring agreement.	.1	42.50
05/25/10	SG	CARROLL	Preparation for and participate in telephone conference with committee regarding various issues including New Pacific lift stay motion, CIT financing motion, proposed settlement with RKF (as part of assumption of distribution contract) and revised terms of FTI retention.	1.9	1,387.00
05/25/10	JR	RENERT	Review and respond to case correspondence re: Arent Fox's retention application, CIT financing motion, the debtors' budget, and other matters related to the 5/26 omnibus	.3	108.00

05/25/10	JM	SULLIVAN	hearing. Prepare for and participate in conference call with creditors committee to discuss case status and May 26, 2010 hearing.	.9	621.00
05/26/10	JM	SULLIVAN	Communications with D. Kozlowski regarding update to committee regarding 5/26/10 hearing.	.2	138.00
05/26/10	JR	RENERT	Review and respond to case correspondence.	.3	108.00
05/26/10	DJ	KOZLOWSKI	Draft and transmit e-mail update to committee regarding outcome of hearing.	.4	170.00
05/26/10	DJ	KOZLOWSKI	Circulate status update to committee and correspondence with James Sullivan regarding same.	.1	42.50
05/27/10	SG	CARROLL	Telephone calls and e-mails with Michael Cordasco, Steve Simms, James Sullivan regarding update on sale process, discuss concerns regarding level of claims and analysis offers.	.8	584.00

CURRENT FEES

30,204.50

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	9.2	at	\$730.00 =	6,716.00
JAMES M. SULLIVAN	12.1	at	\$690.00 =	8,349.00
METTE H. KURTH	3.2	at	\$680.00 =	2,176.00
DAVID J. KOZLOWSKI	6.7	at	\$425.00 =	2,847.50
JORDANA RENERT	28.1	at	\$360.00 =	10,116.00
TOTALS	59.3			30,204.50

SUBTOTAL FOR THIS MATTER

\$30,204.50

(00010) MATTER NUMBER

RE: Professional Retention

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/03/10	JM SULLIVAN	Communications with J. Renert regarding Arent Fox retention application.	.1	69.00
05/03/10	JM SULLIVAN	Follow up communications with S. Carroll and J. Renert regarding FTI retention application.	.2	138.00
05/03/10	DJ KOZLOWSKI	Telephone conference with committee member and circulate Arent Fox retention documents for execution.	.2	85.00
05/03/10	JM SULLIVAN	Communication with FTI and counsel for debtors regarding FTI retention.	.4	276.00
05/03/10	JM SULLIVAN	Review Arent Fox retention application.	.3	207.00
05/03/10	JM SULLIVAN	Communications with committee members regarding FTI retention application.	.5	345.00
05/03/10	JM SULLIVAN	Communications with A. Goldstein regarding FTI and Arent Fox retention applications.	.3	207.00
05/04/10	JM SULLIVAN	Communications with J. Renert regarding Arent Fox retention application.	.2	138.00
05/04/10	DJ KOZLOWSKI	Office conference with Jordana Renert regarding execution of Arent Fox retention application.	.1	42.50
05/04/10	JM SULLIVAN	Final review of Arent Fox retention application.	.3	207.00
05/04/10	LA INDELICATO	Review noticing rules with regard to Arent Fox retention application and discuss with Jordana Renert.	.4	108.00
05/04/10	LA INDELICATO	Revise Arent Fox retention application, declaration and proposed order.	.9	243.00
05/04/10	LA INDELICATO	Prepare notice of hearing for Arent Fox retention application.	.6	162.00
05/04/10	LA INDELICATO	Schedule hearing on Arent Fox retention application and discuss with Jordana Renert.	.2	54.00
05/05/10	JR RENERT	Correspondence with J. Sullivan, L. Indelicato, and A. Silfen regarding Arent Fox retention application.	.3	108.00
05/06/10	JR RENERT	Review notice of Arent Fox retention application and coordinate filing of same.	.2	72.00

05/06/10	JR	RENERT	Review service requirements in Bankruptcy Rules and Local Rules in connection to Arent Fox retention application and correspondence with J. Sullivan and L. Indelicato regarding same.	.4	144.00
05/06/10	JR	RENERT	Review and revise Atlas retention application and follow up telephone calls with FTI and A. Goldstein regarding same.	1.8	648.00
05/06/10	JR	RENERT	Review and revise FTI retention application, affidavit and order.	1.1	396.00
05/06/10	JM	SULLIVAN	Review and revise Atlas retention agreement.	.6	414.00
05/06/10	JM	SULLIVAN	Communications with J. Renert and M. Cordasco regarding FTI retention application.	.6	414.00
05/06/10	SG	CARROLL	E-mails with Michael Cordasco, Steve Simms, James Sullivan, Jordana Renert regarding revisions to Atlas engagement letter.	.5	365.00
05/06/10	LA	INDELICATO	Revise, file and serve notice of hearing, Arent Fox retention application, declaration in support and proposed order.	2.7	729.00
05/06/10	LA	INDELICATO	Prepare and file affidavit of service of Arent Fox retention application.	.8	216.00
05/06/10	LA	INDELICATO	Call with Chambers regarding hearing on Arent Fox retention application.	.1	27.00
05/06/10	LA	INDELICATO	Prepare package for Chambers enclosing Arent Fox retention application and order on disk.	.4	108.00
05/06/10	LA	INDELICATO	Discussions with Jordana Renert regarding Arent Fox retention application.	.3	81.00
05/06/10	JM	SULLIVAN	Communications with M. Cordasco, A. Goldstein, and J. Renert regarding Atlas retention application.	.4	276.00
05/07/10	JM	SULLIVAN	Communicate with J. Renert regarding revised FTI retention application.	.2	138.00
05/07/10	SG	CARROLL	E-mails with committee members, James Sullivan, Jordana Renert regarding terms of FTI retention, concerns expressed by committee on retention application as varying from agreed upon terms.	1.3	949.00
05/07/10	JM	SULLIVAN	Review revised FTI retention application.	.3	207.00
05/07/10	JM	SULLIVAN	Communicate with J. Renert regarding revisions to Atlas engagement letter.	.5	345.00
05/07/10	JM	SULLIVAN	Communicate with R. Toms and S. Carroll regarding FTI retention application.	.4	276.00

05/07/10	JR	RENERT	Additional revision to FTI retention documents and send email to FTI regarding revisions made.	.3	108.00
05/07/10	JR	RENERT	Draft email to Committee regarding FTI retention application.	.2	72.00
05/07/10	JR	RENERT	Revise email to Committee regarding FTI retention application.	.2	72.00
05/07/10	JR	RENERT	Further revisions to Atlas engagement letter and draft email to A. Goldstein regarding same.	.1	36.00
05/07/10	JR	RENERT	Telephone call with M. Cordasco regarding Atlas engagement letter.	.1	36.00
05/07/10	JR	RENERT	Review correspondence regarding FTI retention papers.	.2	72.00
05/10/10	SG	CARROLL	E-mails with James Sullivan, Jordana Renert regarding review of terms of FTI retention, preparation for telephone conference with committee.	.9	657.00
05/10/10	JM	SULLIVAN	Communication with S. Simms regarding FTI retention application.	.4	276.00
05/11/10	JR	RENERT	Telephone call with M. Cordasco regarding revisions to FTI retention application.	.1	36.00
05/11/10	JR	RENERT	Review and revise FTI retention application and circulate email to Committee regarding revised application.	.5	180.00
05/11/10	JR	RENERT	Correspondence with L. Indelicato regarding filing of FTI retention application.	.1	36.00
05/11/10	JM	SULLIVAN	Communicate with M. Cordasco and J. Renert regarding revised FTI retention application.	.2	138.00
05/11/10	JM	SULLIVAN	Review revised FTI retention application.	.3	207.00
05/11/10	LA	INDELICATO	Prepare list for supplemental connection search.	2.8	756.00
05/11/10	LA	INDELICATO	Correspond with Jordana Renert regarding connections search.	.2	54.00
05/12/10	LA	INDELICATO	Forward FTI Retention Application to Jordana Renert.	.1	27.00
05/12/10	LA	INDELICATO	Prepare notice of hearing for FTI retention application.	.6	162.00
05/12/10	LA	INDELICATO	Schedule hearing on FTI retention application.	.2	54.00
05/12/10	LA	INDELICATO	Discussions with Jordana Renert regarding FTI retention application.	.2	54.00
05/12/10	LA	INDELICATO	Prepare, file and serve FTI retention application and prepare and file affidavit of service.	1.4	378.00
05/12/10	JR	RENERT	Correspondence with L. Indelicato and FTI regarding FTI retention application and coordinate filing.	.4	144.00

05/12/10	JR	RENERT	Correspondence with L. Indelicato regarding Arent Fox's ongoing connection disclosures.	.1	36.00
05/12/10	JM	SULLIVAN	Communication with J. Renert regarding FTI retention application and consider issues regarding same.	.3	207.00
05/13/10	JM	SULLIVAN	Call with R. Morrissey regarding Atlas retention and considering issues regarding same.	.3	207.00
05/13/10	JM	SULLIVAN	Communicate with R. Morrissey and S. Simms regarding FTI retention.	.3	207.00
05/13/10	JR	RENERT	Review Atlas retention order and compare with revised Atlas engagement letter.	.4	144.00
05/13/10	JR	RENERT	Telephone call with J. Sullivan regarding Atlas engagement order.	.2	72.00
05/13/10	JR	RENERT	Follow up with R. Morrissey regarding Atlas retention order.	.1	36.00
05/13/10	JR	RENERT	Review Coleman Frost retention application, affidavit and order and draft summary of same for Committee.	.9	324.00
05/13/10	SG	CARROLL	E-mails with Steve Simms, James Sullivan regarding initial comments from United States Trustee after preliminary United States Trustee review of FTI retention application.	.6	438.00
05/13/10	JM	SULLIVAN	Communicate with S. Berger and R. Hart regarding FTI retention.	.4	276.00
05/14/10	JR	RENERT	Review and revise email to committee summarizing Coleman Frost retention application.	.2	72.00
05/14/10	JM	SULLIVAN	Communicate with J. Renert regarding retention of special counsel to litigate New Pacific Rodeo matter.	.3	207.00
05/14/10	JM	SULLIVAN	Communicate with A. Goldstein and J. Renert regarding Atlas retention.	.2	138.00
05/17/10	JR	RENERT	Telephone call with R. Morrissey regarding Atlas retention application and FTI retention application.	.3	108.00
05/17/10	JR	RENERT	Follow up email to FTI regarding United States Trustee's comments to retention application.	.1	36.00
05/17/10	JR	RENERT	Telephone call with A. Goldstein regarding USTs comments to Atlas order and engagement letter.	.1	36.00
05/17/10	JM	SULLIVAN	Communications with J. Renert and S. Simms regarding FTI retention application.	.3	207.00
05/17/10	LA	INDELICATO	Discussion with Jordana Renert regarding supplemental connections check.	.2	54.00
05/18/10	SG	CARROLL	E-mails with Steve Simms, James Sullivan regarding revisions to FTI retention application made at request of United States Trustee and debtor.	.4	292.00

05/18/10	JM	SULLIVAN	Communications with S. Simms regarding FTI retention application.	.2	138.00
05/18/10	JR	RENERT	Telephone call with A. Goldstein regarding Atlas retention and other case issues.	.1	36.00
05/19/10	JR	RENERT	Correspondence regarding call to discuss FTI retention application.	.2	72.00
05/19/10	JR	RENERT	Telephone call with A. Spizz and A. Goldstein regarding FTI retention application.	.5	180.00
05/19/10	JR	RENERT	Draft email to S. Carroll and J. Sullivan regarding revisions to FTIs fee structure.	.1	36.00
05/19/10	JR	RENERT	Correspondence with S. Simms regarding revisions to FTIs fee structure.	.1	36.00
05/19/10	JR	RENERT	Draft email to Committee summarizing FTIs proposed revised fee structure.	.1	36.00
05/19/10	JM	SULLIVAN	Communications regarding negotiations with debtors regarding FTI retention application.	.2	138.00
05/20/10	JM	SULLIVAN	Communications with J. Renert and A. Spizz regarding Coleman Frost retention application.	.5	345.00
05/20/10	JM	SULLIVAN	Communications with S. Simms regarding FTI retention application; review revised retention application.	.4	276.00
05/20/10	LA	INDELICATO	Correspond with Jordana Renert regarding preparation of fee statement through May 31, 2010 and review compensation order.	.3	81.00
05/20/10	JR	RENERT	Telephone call with M. Cordasco regarding revisions to FTI fee application.	.2	72.00
05/20/10	JR	RENERT	Review interim compensation procedures motion.	.1	36.00
05/20/10	JR	RENERT	Email to L. Indelicato regarding fee statement.	.1	36.00
05/20/10	JR	RENERT	Draft email to Committee regarding April monthly fee applications.	.2	72.00
05/21/10	JM	SULLIVAN	Reviewing revised FTI retention application.	.3	207.00
05/21/10	JM	SULLIVAN	Communication with S. Simms regarding revised FTI retention application.	.2	138.00
05/21/10	JM	SULLIVAN	Emails to creditors committee regarding revised FTI retention application.	.1	69.00
05/21/10	JM	SULLIVAN	Communication with A. Goldstein regarding revised FTI retention application.	.1	69.00
05/21/10	LA	INDELICATO	Review results of connections search and draft First Supplemental Declaration in Support of Arent Fox Retention Application.	2.2	594.00
05/24/10	LA	INDELICATO	Prepare and file Amended FTI Retention Application.	2.3	621.00

05/24/10	JM	SULLIVAN	Communications with S. Simms and S. Carroll regarding proposed changes to order approving retention of FTI.	.3	207.00
05/24/10	JM	SULLIVAN	Consider issues regarding proposed changes to order approving retention of FTI.	.3	207.00
05/24/10	DJ	KOZLOWSKI	Review of correspondence regarding FTI retention.	.4	170.00
05/24/10	DJ	KOZLOWSKI	Review and revise FTI retention order consistent with FTI and committee member comments.	1.3	552.50
05/24/10	DJ	KOZLOWSKI	Internal correspondence with regard to specific language included in Arent Fox retention application and order.	.3	127.50
05/24/10	DJ	KOZLOWSKI	Revise, finalize and coordinate filing of FTI retention documents.	.4	170.00
05/24/10	JM	SULLIVAN	Communications with A. Goldstein regarding proposed changes to order approving retention of FTI.	.3	207.00
05/24/10	SG	CARROLL	Telephone calls and e-mails with James Sullivan, David Kozlowski, Arthur Goldstein, Michael Cordasco, Steve Simms regarding revisions to proposed retention of FTI.	.7	511.00
05/25/10	DJ	KOZLOWSKI	Field telephone call from FTI regarding retention documents, follow up telephone calls and e-mails with United States Trustee regarding same and brief status update for upcoming hearings.	.3	127.50
05/25/10	SG	CARROLL	E-mails with James Sullivan regarding proposed retention of Coleman Frost, committee's concerns about hiring litigation counsel before stay is lifted to permit litigation to proceed.	.1	73.00
05/25/10	JM	SULLIVAN	Review supplement to Arent Fox retention application.	.1	69.00
05/25/10	JM	SULLIVAN	Communications with J. Renert and D. Kozlowski regarding supplement to Arent Fox retention application.	.2	138.00
05/25/10	JM	SULLIVAN	Communications with A. Spizz and A. Goldstein regarding Coleman Frost retention.	.1	69.00
05/25/10	JM	SULLIVAN	Communications with S. Simms and M. Cordasco regarding FTI retention documents.	.3	207.00
05/25/10	LA	INDELICATO	Discussions with Dave Kozlowski regarding signature pages to FTI retention papers, obtain and assemble signature pages, re-file amended application and send copy to Chambers with order on disk.	2.3	621.00

05/26/10	LA	INDELICATO	Revise Amended FTI Retention Application, Affidavit and Proposed Order to add comments of United States Trustee after the hearing was held, re-file the application and prepare package for Chambers including hard copies of FTI and AF's retention applications and orders on disk.	3.1	837.00
05/26/10	LA	INDELICATO	Continue working on supplemental connections search.	1.2	324.00
05/26/10	JM	SULLIVAN	Communications with L. Indelicato regarding Arent Fox and FTI retention applications.	.2	138.00
05/26/10	JM	SULLIVAN	Communications with S. Simms, A. Rosenstein and S. Hill regarding FTI retention.	.1	69.00
05/26/10	DJ	KOZLOWSKI	Telephone conference with Lisa Indelicato regarding James Sullivan's additional revisions to FTI retention documents.	.3	127.50
05/26/10	DJ	KOZLOWSKI	Correspondence with FTI regarding retention documents.	.1	42.50
05/27/10	DJ	KOZLOWSKI	Review of FTI retention documents and forward indemnification language therein to Schuyler Carroll with comment.	.4	170.00

CURRENT FEES

23,299.00

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	4.5	at	\$730.00 =	3,285.00
JAMES M. SULLIVAN	12.2	at	\$690.00 =	8,418.00
DAVID J. KOZLOWSKI	3.8	at	\$425.00 =	1,615.00
JORDANA RENERT	10.1	at	\$360.00 =	3,636.00
LISA INDELICATO	23.5	at	\$270.00 =	6,345.00
	----			-----
TOTALS	54.1			23,299.00

SUBTOTAL FOR THIS MATTER

\$23,299.00

(00012) MATTER NUMBER

RE: Cash Collateral and DIP Financing

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/01/10	JM SULLIVAN	Communications with R. Matzat and S. Simms regarding Committee's comments to the financing order.	.2	138.00
05/03/10	JM SULLIVAN	Review RKF's comments on CIT financing order.	.3	207.00
05/03/10	JM SULLIVAN	Communications with R. Matzat and A. Goldstein regarding rescheduling of financing motion.	.3	207.00
05/04/10	JM SULLIVAN	Communications with A. Goldstein and R. Matzat regarding scheduling issues regarding CIT financing motion.	.3	207.00
05/10/10	JM SULLIVAN	Communications with R. Matzat regarding committee's comments to CIT financing order.	.1	69.00
05/10/10	JM SULLIVAN	Communication with M. Cordasco regarding DIP budget.	.1	69.00
05/10/10	JM SULLIVAN	Consider issues regarding revisions to CIT financing order.	1.2	828.00
05/10/10	JM SULLIVAN	Review debtors' and RKF's mark-up of CIT financing order.	.9	621.00
05/11/10	JM SULLIVAN	Communicate with M. Cordasco regarding DIP budget.	.1	69.00
05/12/10	JM SULLIVAN	Communicate with R. Matzat regarding CIT financing order.	.2	138.00
05/14/10	JM SULLIVAN	Review revisions to CIT financing order.	1.2	828.00
05/14/10	JM SULLIVAN	Communicate with R. Matzat and V. Durrer regarding revisions to CIT financing order.	.1	69.00
05/15/10	JM SULLIVAN	Communication with V. Durrer regarding modification to CIT financing order.	.1	69.00
05/18/10	JM SULLIVAN	Communications with R. Matzat, V. Durrer and A. Goldstein regarding committee's comments to CIT financing order.	.9	621.00
05/18/10	JM SULLIVAN	Consider issues regarding committee's comments to CIT financing order.	1.2	828.00
05/19/10	JM SULLIVAN	Communications with R. Matzat regarding CIT financing order.	.2	138.00
05/20/10	JM SULLIVAN	Communications with R. Matzat regarding committee's issues regarding CIT financing order and deadline to object.	.2	138.00
05/20/10	JR RENERT	Follow up with J. Sullivan and S. Carroll on status of CIT financing order.	.1	36.00

05/21/10	JM	SULLIVAN	Communications with S. Bernsohn regarding budget.	.1	69.00
05/21/10	JM	SULLIVAN	Considering open issues relating to CIT financing order.	1.7	1,173.00
05/21/10	JM	SULLIVAN	Communications with R. Matzat regarding revised budget and issues regarding CIT financing order .	.8	552.00
05/21/10	DJ	KOZLOWSKI	Review correspondence regarding CIT financing motion.	.1	42.50
05/24/10	LA	INDELICATO	Prepare and file Objection to CIT Factoring Agreement.	2.3	621.00
05/24/10	DJ	KOZLOWSKI	Review of correspondence regarding objection to CIT financing motion.	.4	170.00
05/24/10	DJ	KOZLOWSKI	Review, revise and finalize committee's objection to CIT financing motion.	2.1	892.50
05/24/10	DJ	KOZLOWSKI	Revise, finalize and coordinate filing of committee objection to CIT financing motion.	.4	170.00
05/24/10	JM	SULLIVAN	Considering issues regarding motion to approve factoring agreement with CIT.	2.2	1,518.00
05/24/10	JM	SULLIVAN	Revising objection to CIT factoring agreement.	3.1	2,139.00
05/24/10	JM	SULLIVAN	Communications with D. Kozlowski regarding revising objection to CIT factoring agreement.	.2	138.00
05/24/10	JM	SULLIVAN	Review modified form of final order received from R. Matzat.	1.1	759.00
05/24/10	JM	SULLIVAN	Communications with FTI and S. Carroll regarding budget and carve out issues.	.9	621.00
05/24/10	JM	SULLIVAN	Communications with V. Durrer, A. Spizz, A. Goldstein, and R. Matzat regarding committee's proposed changes to financing order.	.8	552.00
05/24/10	JM	SULLIVAN	Review revised budgets.	.5	345.00
05/25/10	JM	SULLIVAN	Review revised form of financing order sent by R. Matzat.	.8	552.00
05/25/10	JM	SULLIVAN	Draft further proposed changes to financing order.	.9	621.00
05/25/10	JM	SULLIVAN	Review further revised form of financing order.	.5	345.00
05/25/10	JM	SULLIVAN	Considering issues regarding proposed changes to CIT financing order.	1.8	1,242.00
05/25/10	JM	SULLIVAN	Communications with S. Simms, M. Cordasco, and S. Carroll regarding further revised changes to financing order.	.6	414.00
05/25/10	DJ	KOZLOWSKI	Review of revised CIT factoring order and correspondence and negotiations with respect to same.	.4	170.00
05/25/10	SG	CARROLL	Consider issues related to CIT financing, default, budget and other issues, e-mails with James Sullivan, Steve Simms.	.9	657.00

05/25/10	SG	CARROLL	E-mails with James Sullivan, Steve Simms, Michael Cordasco regarding review of various changes to budget, concerns of committee members regarding debtor's ability to meet projections and forecasts.	1.2	876.00
05/25/10	LA	INDELICATO	Email and mail hard copy of Objection to CIT Factoring Agreement to Chambers.	.2	54.00
05/25/10	JM	SULLIVAN	Review revised 13 week cash flow and communications with FTI regarding same.	.6	414.00
05/25/10	JM	SULLIVAN	Numerous communications with A. Spizz, A. Goldstein, V. Durrer, R. Matzat, S. Carroll and S. Simms regarding proposed changes to the CIT financing order.	3.7	2,553.00
05/26/10	SG	CARROLL	E-mails with James Sullivan, Steve Simms, Michael Cordasco regarding settlement discussions on CIT financing.	.8	584.00

CURRENT FEES

23,524.00

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	2.9	at	\$730.00 =	2,117.00
JAMES M. SULLIVAN	27.9	at	\$690.00 =	19,251.00
DAVID J. KOZLOWSKI	3.4	at	\$425.00 =	1,445.00
JORDANA RENERT	.1	at	\$360.00 =	36.00
LISA INDELICATO	2.5	at	\$270.00 =	675.00
	----			-----
TOTALS	36.8			23,524.00

SUBTOTAL FOR THIS MATTER

\$23,524.00

(00014) MATTER NUMBER

RE: Real Estate and Leasing and Executory Contracts

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/02/10	JM SULLIVAN	Communications with S. Carroll and J. Renert regarding issues relating to assumption of distribution agreement and considering issues regarding same.	.2	138.00
05/02/10	DJ KOZLOWSKI	Review of correspondence with respect to RKF and the amended distribution agreement.	.1	42.50
05/03/10	JM SULLIVAN	Review Koral's comments to order approving distribution agreement.	.3	207.00
05/03/10	SG CARROLL	Meetings and e-mails with James Sullivan, David Kozlowski, Jordana Renert regarding potential assumption of RKF distribution agreement, review of issues related to assumption.	.6	438.00
05/03/10	JR RENERT	Telephone call with S. Carroll and J. Sullivan regarding due diligence for amendment to distribution contract.	.3	108.00
05/03/10	JM SULLIVAN	Communications with S. Carroll and J. Renert regarding amended distribution agreement and considering issues regarding same.	.8	552.00
05/03/10	JM SULLIVAN	Communications with V. Durrer regarding negotiations between debtor and Koral regarding amended distribution agreement.	.2	138.00
05/05/10	JM SULLIVAN	Communications with R. Toms regarding New Pacific Rodeo lease and considering issues regarding same.	.3	207.00
05/06/10	JM SULLIVAN	Review proposed markup of lift stay stipulation regarding New Pacific Rodeo litigation.	.3	207.00
05/06/10	JM SULLIVAN	Review proposed markup of Woodbury Commons stipulation.	.3	207.00
05/06/10	JM SULLIVAN	Communication with J. Renert regarding proposed markup of lift stay stipulation regarding New Pacific Rodeo litigation.	.1	69.00
05/06/10	JM SULLIVAN	Communication with J. Renert regarding proposed markup of Woodbury Commons stipulation.	.1	69.00
05/06/10	JR RENERT	Review and comment on stipulation to lift stay in connection with New Rodeo litigation.	.6	216.00
05/06/10	JR RENERT	Review and comment on stipulation regarding additional security for build-out of outlet premises.	.6	216.00

05/07/10	SG	CARROLL	E-mails with James Sullivan, Jordana Renert regarding potential for employment related claims.	.4	292.00
05/07/10	JR	RENERT	Telephone call with A. Goldstein regarding New Pacific Rodeo and Woodbury Commons stipulations.	.5	180.00
05/07/10	JR	RENERT	Follow up telephone call with J. Sullivan regarding Woodbury Commons lease stipulation.	.5	180.00
05/07/10	JR	RENERT	Review and revise New Pacific Rodeo stipulation.	.9	324.00
05/07/10	JR	RENERT	Review and revise Woodbury Commons stipulation.	.7	252.00
05/07/10	JM	SULLIVAN	Communicate with J. Renert regarding Woodbury Commons Lease Stipulation and consider issues regarding same.	.4	276.00
05/07/10	JM	SULLIVAN	Communicate with J. Renert regarding New Pacific Rodeo Stay Relief Stipulation and consider issues regarding same.	.4	276.00
05/10/10	JM	SULLIVAN	Communication with J. Renert, S. Carroll, and G. Angelich regarding revisions to New Pacific Rodeo stay relief stipulation.	.5	345.00
05/10/10	JM	SULLIVAN	Communication with A. Goldstein and J. Renert regarding revisions to Woodbury Commons stipulation and considering issues regarding same.	.4	276.00
05/10/10	JM	SULLIVAN	Communications with A. Spizz regarding revisions to New Pacific Rodeo stay relief stipulation.	.3	207.00
05/10/10	JM	SULLIVAN	Consider issues regarding revisions to New Pacific Rodeo stay relief stipulation.	.6	414.00
05/10/10	JM	SULLIVAN	Review proposed email to committee describing revisions to Woodbury Commons stipulation.	.1	69.00
05/10/10	JR	RENERT	Correspondence regarding Woodbury Commons and New Pacific Rodeo lease stipulations.	.2	72.00
05/10/10	JR	RENERT	Review and revise New Pacific Rodeo stipulation and draft email to Debtors' counsel regarding same.	.6	216.00
05/10/10	JR	RENERT	Telephone call with J. Sullivan regarding Woodbury Commons stipulation and review and revise same per J. Sullivan comments.	.4	144.00
05/10/10	JR	RENERT	Draft email to A. Goldstein regarding revisions to Woodbury Commons stipulation.	.1	36.00
05/10/10	JR	RENERT	Telephone call with landlord's counsel regarding Woodbury Commons lease.	.1	36.00
05/10/10	JR	RENERT	Draft email summarizing terms of Woodbury Commons stipulation.	.5	180.00

05/10/10	JR	RENERT	Review and revise email summarizing terms of Woodbury Commons stipulation and circulate to group.	.2	72.00
05/10/10	SG	CARROLL	E-mails with James Sullivan, George Angelich regarding strategy in relation to motion to lift stay on new Pacific Rodeo litigation	.6	438.00
05/10/10	GP	ANGELICH	Confer with James Sullivan and Schuyler Carroll regarding revisions to draft order addressing New Pacific Rodeo mediation, discovery and settlement discussions.	.4	212.00
05/11/10	SG	CARROLL	Meetings and e-mails with James Sullivan regarding stipulation between debtor and New Pacific Rodeo to lift stay and permit pre-petition litigation to proceed in State Court.	.3	219.00
05/11/10	JM	SULLIVAN	Communicate with J. Renert regarding review of pleadings in New Pacific action.	.2	138.00
05/11/10	JM	SULLIVAN	Communicate with S. Carroll regarding New Pacific Rodeo Stay Relief Stipulation.	.3	207.00
05/11/10	JM	SULLIVAN	Review New Pacific Rodeo pleadings from state court action.	1.6	1,104.00
05/12/10	JM	SULLIVAN	Review Debtors' motion to assume Koral distribution agreement.	.5	345.00
05/12/10	JM	SULLIVAN	Communications with A. Goldstein, A. Spizz, S. Carroll and J. Renert regarding limiting disclosure of certain confidential information to New Pacific Rodeo.	.8	552.00
05/12/10	JM	SULLIVAN	Communicate with A. Goldstein and J. Renert regarding Woodbury Commons Stipulation.	.1	69.00
05/12/10	JM	SULLIVAN	Review revised version of New Pacific Stipulation.	.2	138.00
05/12/10	JM	SULLIVAN	Communications with J. Renert revised version of New Pacific Stipulation.	.2	138.00
05/12/10	SG	CARROLL	E-mails with James Sullivan, Jordana Renert, Alex Spizz regarding debtors' request for committee consent to stipulation between debtor and New Pacific Rodeo to lift stay and permit pre-petition litigation to proceed in State Court, debtors' request that committee members sign document relating to confidentiality on New Pacific litigation before allowing committee to speak with debtors' special counsel.	1.4	1,022.00
05/12/10	JR	RENERT	Final review of Woodbury Commons stipulation and email J. Sullivan regarding same.	.2	72.00

05/12/10	JR	RENERT	Correspondence with A. Goldstein regarding stipulations.	.2	72.00
05/12/10	JR	RENERT	Review changes to New Pacific Rodeo stipulation and email J. Sullivan and S. Carroll regarding same.	.3	108.00
05/12/10	JR	RENERT	Further revisions to New Pacific Rodeo stipulation and draft email to A. Goldstein regarding same.	.4	144.00
05/12/10	JR	RENERT	Review and comment on motion to approve Woodbury Commons stipulation.	.2	72.00
05/12/10	JR	RENERT	Discuss comments to motion to approve Woodbury Commons stipulation with J. Sullivan and J. Mackower.	.1	36.00
05/12/10	JR	RENERT	Review motion to enter into amendment to distribution agreement and assume original distribution agreement.	.3	108.00
05/12/10	JR	RENERT	Review summary judgment pleading related to New Pacific Rodeo litigation.	.4	144.00
05/13/10	JR	RENERT	Review confidentiality agreement regarding New Pacific Rodeo litigation and send email to J. Sullivan and S. Carroll regarding same.	.3	108.00
05/13/10	JR	RENERT	Review New Pacific complaints and pleadings relating to summary judgment.	1.8	648.00
05/13/10	SG	CARROLL	E-mails with James Sullivan, Jordana Renert, Alex Spizz regarding review of documents requested by debtors' that committee members sign relating to confidentiality on New Pacific litigation.	.7	511.00
05/13/10	JM	SULLIVAN	Communicate with A. Spizz and J. Renert regarding proposed agreement to address related confidentiality concerns.	.3	207.00
05/13/10	JM	SULLIVAN	Communicate with A. Spizz and J. Renert regarding change to New Pacific Rodeo Stipulation.	.6	414.00
05/14/10	JM	SULLIVAN	Communicate with J. Renert regarding New Pacific Rodeo litigation and issues related to same.	.4	276.00
05/14/10	JM	SULLIVAN	Communicate with M. Cordasco and J. Renert regarding distribution agreement.	.3	207.00
05/14/10	JM	SULLIVAN	Communicate with J. Renert regarding confidentiality agreement with debtors.	.3	207.00
05/14/10	SG	CARROLL	E-mails with James Sullivan, Jordana Renert, Alex Spizz regarding debtors' request that committee members sign document relating to non-disclosure of confidential information to New Pacific.	.4	292.00

05/14/10	SG	CARROLL	E-mails with Steve Simms, Jordana Renert, Michael Cordasco, James Sullivan regarding analysis of motion to assume revised distribution agreement.	.4	292.00
05/14/10	JR	RENERT	Correspondence with FTI regarding questions relating to distribution motion.	.2	72.00
05/14/10	JR	RENERT	Telephone calls with D. Alexander regarding scheduling call on merits of New Pacific Rodeo litigation and follow up email correspondence regarding same.	.3	108.00
05/14/10	JR	RENERT	Email to Debtors counsel regarding outstanding issues with respect to distribution agreement.	.1	36.00
05/17/10	JR	RENERT	Follow up with Coleman Frost regarding scheduling a call and correspondence with J. Sullivan regarding same.	.2	72.00
05/17/10	JM	SULLIVAN	Review revised letter agreement with debtors.	.2	138.00
05/17/10	JM	SULLIVAN	Communications with A. Spizz and J. Renert regarding confidentiality concerns regarding New Pacific Rodeo litigation.	.3	207.00
05/17/10	SG	CARROLL	E-mails and meetings with James Sullivan, Jordana Renert, Alex Spizz regarding debtors' request that committee members sign document relating to confidentiality to not disclose information to New Pacific litigation.	.8	584.00
05/17/10	JM	SULLIVAN	Communications with J. Renert and Coleman Frost regarding call to discuss New Pacific Rodeo litigation.	.1	69.00
05/18/10	JM	SULLIVAN	Communications with A. Spizz, S. Carroll and J. Renert regarding confidentiality agreement relating to New Pacific Rodeo litigation.	.3	207.00
05/18/10	JM	SULLIVAN	Communication with J. Renert and M. Cordasco regarding motion to assume amended Koral distribution agreement.	.4	276.00
05/18/10	JM	SULLIVAN	Review motion to lift stay regarding New Pacific Rodeo litigation.	.3	207.00
05/18/10	JR	RENERT	Review motion to lift automatic stay relating to New Pacific litigation and circulate email to J. Sullivan and S. Carroll regarding same.	.2	72.00
05/18/10	SG	CARROLL	E-mails and meetings with James Sullivan, Jordana Renert, Alex Spizz, Arthur Goldstein regarding debtors' request that committee member sign document relating to request not to disclose confidential information to New Pacific.	1.2	876.00

05/18/10	JM	SULLIVAN	Communication with A. Spizz regarding potential damages claim.	.1	69.00
05/18/10	JR	RENERT	Correspondence with J. Sullivan and M. Cordasco regarding revisions to Distribution Agreement and proposed order.	.3	108.00
05/18/10	JR	RENERT	Draft proposed language for Distribution Agreement and proposed order.	.3	108.00
05/18/10	JR	RENERT	Telephone call with M. Cordasco regarding revisions to Distribution Agreement and follow up with A. Goldstein.	.1	36.00
05/18/10	JR	RENERT	Additional correspondence regarding distribution contract.	.1	36.00
05/18/10	JM	SULLIVAN	Consider issues regarding assumption of distribution agreement.	.2	138.00
05/18/10	JM	SULLIVAN	Review proposed revised language for order approving assumption of Koral distribution agreement.	.3	207.00
05/19/10	JM	SULLIVAN	Review revised confidentiality letter regarding New Pacific Rodeo litigation.	.2	138.00
05/19/10	JM	SULLIVAN	Communications with J. Renert regarding stipulation regarding relief from stay regarding New Pacific Rodeo litigation.	.3	207.00
05/19/10	JM	SULLIVAN	Communications with S. Carroll and J. Renert regarding discovery needed to evaluate merits of New Pacific Rodeo claim and stay relief stipulation regarding same.	.2	138.00
05/19/10	JR	RENERT	Correspondence with S. Carroll regarding confidentiality agreement and access to New Pacific litigation documents.	.2	72.00
05/19/10	JR	RENERT	Telephone call with S. Carroll regarding confidentiality agreement and access to New Pacific documents.	.1	36.00
05/19/10	JR	RENERT	Telephone call with A. Goldstein and A. Sipzz regarding confidentiality agreement and other case issues.	.2	72.00
05/19/10	JR	RENERT	Review revised direction letter regarding access to New Pacific litigation documents and email J. Sullivan and S. Carroll regarding same.	.1	36.00
05/19/10	JR	RENERT	Telephone call with A. Spizz regarding comments to lift stay order.	.1	36.00
05/19/10	JR	RENERT	Email correspondence with S. Carroll and J. Sullivan regarding lift stay order.	.1	36.00
05/19/10	SG	CARROLL	Telephone calls and e-mails with James Sullivan, Jordana Renert regarding debtors' request that committee member sign document relating to request to not disclose confidential information	.6	438.00 *

05/20/10	JR	RENERT	to New Pacific.		
05/20/10	JR	RENERT	Correspondence with J. Sullivan, S. Carroll and A. Spizz regarding confidentiality agreement with respect to New Pacific Rodeo litigation.	.2	72.00
05/20/10	JR	RENERT	Review and revise language in proposed order assuming amended distribution contract.	.3	108.00
05/20/10	JR	RENERT	Circulate revised language regarding New Pacific Rodeo stipulation to group.	.1	36.00
05/20/10	JR	RENERT	Telephone call with Coleman Frost regarding status of New Pacific Rodeo litigation	.8	288.00
05/20/10	JM	SULLIVAN	Communications with Coleman Frost regarding merits of New Pacific Rodeo litigation and related issues.	.9	621.00
05/20/10	JM	SULLIVAN	Communications with J. Renert regarding revisions to Order authorizing assumption of amended Koral distribution agreement.	.3	207.00
05/20/10	JM	SULLIVAN	Communications with A. Rosenstein and New Pacific Rodeo's counsel regarding discussions between New Pacific Rodeo and debtors regarding attempts to resolve claim.	.5	345.00
05/20/10	JM	SULLIVAN	Consider issues regarding merits of New Pacific Rodeo litigation and related issues.	.6	414.00
05/21/10	JM	SULLIVAN	E-mails from A. Ciasulli regarding New Pacific Rodeo litigation.	.1	69.00
05/21/10	JM	SULLIVAN	Communication with D. Kozlowski and S. Carroll regarding legal research regarding Cap on lease rejection claim and related issues.	.3	207.00
05/21/10	JM	SULLIVAN	Communications with A. Spizz and A. Goldstein regarding confidentiality agreement regarding New Pacific Rodeo litigation.	.2	138.00
05/21/10	JM	SULLIVAN	Communications with D. Alexander at Coleman Frost regarding New Pacific Rodeo litigation.	.8	552.00
05/24/10	JM	SULLIVAN	Communications with A. Goldstein, J. Renert regarding changes to Koral distribution agreement.	.3	207.00
05/25/10	JM	SULLIVAN	Communications with A. Goldstein and A. Spizz regarding New Pacific Rodeo stipulation regarding relief from stay.	.2	138.00
05/25/10	JM	SULLIVAN	Consider issues regarding landlord claims.	.4	276.00
05/25/10	DJ	KOZLOWSKI	Meet with James Sullivan to discuss legal research regarding lease rejection damages cap.	.3	127.50
05/25/10	DJ	KOZLOWSKI	Begin outline and perform legal research regarding lease rejection damages cap for James Sullivan.	.6	255.00

05/25/10	DJ	KOZLOWSKI	Review of correspondence with respect to lift stay issue and state Court litigation.	.1	42.50
05/25/10	SG	CARROLL	Consider issues related to assumption of Koral distribution agreement.	.4	292.00
05/25/10	SG	CARROLL	Consider issues related to New Pacific Rodeo litigation, jurisdiction of Bankruptcy Court, e-mails with James Sullivan, David Kozlowski.	.7	511.00
05/25/10	JM	SULLIVAN	Communications with V. Dorris regarding New Pacific Rodeo claims.	.1	69.00
05/26/10	NS	SORIANO	Research regarding damages cap.	3.2	672.00
05/26/10	NS	SORIANO	Meet with D. Kozlowski regarding research regarding lease rejection damages cap	.9	189.00
05/26/10	DJ	KOZLOWSKI	Multiple office conferences with Nicole Soriano regarding legal research regarding leaser rejection damages cap.	.9	382.50
05/26/10	JM	SULLIVAN	Communications with D. Kozlowski regarding legal research regarding New Pacific Rodeo claim.	.2	138.00
05/26/10	JM	SULLIVAN	Communications with A. Ciasulli & M. Rosenbaum regarding request for relief from stay regarding New Pacific Rodeo litigation.	.2	138.00
05/26/10	JM	SULLIVAN	Communications with A. Rosenstein regarding prospects for settlement of New Pacific Rodeo litigation.	.4	276.00
05/26/10	JM	SULLIVAN	Considering issues regarding landlord claims.	.3	207.00
05/27/10	JM	SULLIVAN	Review and propose modified language regarding orders authorizing withdrawal of venue motion.	.3	207.00
05/27/10	NS	SORIANO	Research regarding lease rejection damages cap.	2.0	420.00
05/27/10	DJ	KOZLOWSKI	Draft and transmit e-mail to committee regarding New Pacific Rodeo state court summary judgment documents and attaching documents regarding same.	.4	170.00
05/27/10	DJ	KOZLOWSKI	Work with Nicole Soriano on legal research regarding lease rejection damages cap.	.2	85.00
05/27/10	NS	SORIANO	Draft memo regarding lease rejection damages cap.	1.8	378.00
05/28/10	NS	SORIANO	Finalize draft of memo regarding lease rejection damages caps.	1.2	252.00
05/28/10	DJ	KOZLOWSKI	Review of legal research results regarding lease rejection damages cap and revisions to memorandum drafted by Nicole Soriano.	.4	170.00
05/28/10	JM	SULLIVAN	Communications with A. Ciasulli regarding New Pacific Rodeo lease and Michael Ball guarantee.	.2	138.00

05/28/10	JM SULLIVAN	Communications with S. Carroll and D. Kozłowski regarding legal research regarding 502 (b) (6) and guarantor claims.	.2	138.00
----------	-------------	--	----	--------

CURRENT FEES

28,932.00

TIMEKEEPER TIME SUMMARY

SCHUYLER CARROLL	8.5	at \$730.00 =	6,205.00
JAMES M. SULLIVAN	20.5	at \$690.00 =	14,145.00
GEORGE P. ANGELICH	.4	at \$530.00 =	212.00
DAVID J. KOZLOWSKI	3.0	at \$425.00 =	1,275.00
JORDANA RENERT	14.4	at \$360.00 =	5,184.00
NICOLE SORIANO	9.1	at \$210.00 =	1,911.00

TOTALS	55.9		28,932.00

SUBTOTAL FOR THIS MATTER

\$28,932.00

(00015) MATTER NUMBER
RE: Creditor Inquiries

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/03/10	JM SULLIVAN	Call with creditor (S. Freedberg) regarding case status.	.2	138.00
05/14/10	JM SULLIVAN	Call with B. Church of Comvest regarding claim related to Pre-petition Financing Agreement.	.3	207.00
05/14/10	JM SULLIVAN	Review Pre-petition Financing Agreement.	.2	138.00
05/14/10	JM SULLIVAN	Communicate with FTI regarding Pre-petition Financing Agreement.	.1	69.00
05/15/10	JM SULLIVAN	Communication with S. Carroll regarding Comvest claim.	.1	69.00
05/19/10	JR RENERT	Telephone call with counsel to creditor.	.1	36.00

CURRENT FEES

657.00

TIMEKEEPER TIME SUMMARY

JAMES M. SULLIVAN	.9	at \$690.00 =	621.00
JORDANA RENERT	.1	at \$360.00 =	36.00
	----		-----
TOTALS	1.0		657.00

SUBTOTAL FOR THIS MATTER

\$657.00

(00022) MATTER NUMBER
RE: Fee Applications

FOR PROFESSIONAL SERVICES RENDERED THROUGH: MAY 31, 2010

Date	Timekeeper		Hours	Value
-----	-----		-----	-----
05/20/10	LA INDELICATO	Review and revise draft monthly fee statement.	.6	162.00
05/21/10	DJ KOZLOWSKI	Review revised Arent Fox retention application.	.1	42.50
05/24/10	LA INDELICATO	Retrieve monthly fee statements of Debtors' professionals for Jordana Renert.	.2	54.00

CURRENT FEES

258.50

TIMEKEEPER TIME SUMMARY

DAVID J. KOZLOWSKI	.1	at \$425.00 =	42.50
LISA INDELICATO	.8	at \$270.00 =	216.00
TOTALS	0.9		258.50

SUBTOTAL FOR THIS MATTER

\$258.50

SUMMARY OF CHARGES

TOTAL FOR: POSTAGE	23.10
TOTAL FOR: DUPLICATING SUMMARY	83.40
TOTAL FOR: OTHER DATABASE SEARCH	10.40
TOTAL FOR: OVERTIME MEALS & CABS	312.81
TOTAL FOR: TAXICABS	23.05
TOTAL FOR: OVERNIGHT DELIVERY	34.20

	Area of Expertise, Year Admitted	Hours	Rate (\$)	Amount (\$)
PARTNER				
SCHUYLER CARROLL	BR, 1993 (NY)	28.20	730.00	20,586.00
JAMES M. SULLIVAN	BR, 1995 (NJ), 1996 (NY), 1998 (DC)	84.30	690.00	58,167.00
METTE H. KURTH	BR, 1996 (CA)	3.70	680.00	2,516.00
GEORGE P. ANGELICH	BR, 2000 (PA), 2003 (DC), 2005 (NY)	.40	530.00	212.00
ASSOCIATES				
DAVID J. KOZLOWSKI	BR, 2007 (NY)	18.20	425.00	7,735.00
JORDANA RENERT		72.20	360.00	25,992.00
NICOLE SORIANO		9.10	210.00	1,911.00
PARAPROFESSIONALS				
LISA INDELICATO	BR	30.60	270.00	8,262.00
ALLAN G. COLLINS	LDR	5.40	160.00	864.00
		252.10		126,245.00

Blended Rate: 500.77

BF: Banking and Finance
BR: Bankruptcy and Reorganization
CORP: Corporate
EMPL: Employment Law
HEALTH: Health Law
INTL: International Law
LDR: Litigation Dispute Resolution
RE: Real Estate

CURRENT CHARGES FOR ALL MATTERS	486.96
CURRENT FEES FOR ALL MATTERS	126,245.00
TOTAL AMOUNT OF THIS INVOICE	\$126,731.96

ARENT FOX LLP

1050 Connecticut Ave., N.W.

Washington, D.C 20036-5339

Telephone: (202) 857-6000 Telecopy: (202) 857-6395

Taxpayer Identification Number: 53-0214923

Rock & Republic of Official Committee of Unsecured
Creditors

Invoice Number 1258777
Invoice Date 06/22/10
Client Number 032509

-- REMITTANCE COPY --
PLEASE SEND WITH CHECK

TOTAL AMOUNT OF THIS INVOICE

\$126,731.96

PLEASE REMIT PAYMENT BY CHECK TO THE FOLLOWING ADDRESS:

Arent Fox LLP
P.O. Box 644672
Pittsburgh, PA 15264-4672

WIRING INSTRUCTIONS (if applicable):

Bank: PNC BANK
Address: 800 Connecticut Avenue NW
Washington, DC 20006
ABA#: 031000053
SWIFT CODE: PNCCUS33 (for international use)
Account #: 5559763933
Beneficiary Name: Arent Fox LLP
Beneficiary Address: 1050 Connecticut Ave., NW
Washington, DC 20036

Please reference the following:

Client # 032509
Client Name Rock & Republic of Official Committee of Unsecured
Invoice Number 1258777

All invoices are due upon receipt.

Balance due reflects payments received through invoice date.

Any time, disbursements, and charges relating to this matter not shown above will appear on next month's bill.